

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>CORE SCIENTIFIC, INC., <i>et al.</i>,</b>	§	<b>Case No. 22-90341 (DRJ)</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	

**COVERSHEET TO FIRST INTERIM FEE APPLICATION OF SCHEEF & STONE LLP  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AS COUNSEL TO CERTAIN INDEPENDENT DIRECTORS  
FOR THE PERIOD FROM DECEMBER 21, 2022 THROUGH MARCH 31, 2023**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV/](https://ecf.txsb.uscourts.gov/) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

**Complex Case Fee Application Coversheet**

<b>Name of Applicant:</b>	Scheef & Stone, L.L. P.	
<b>Applicant's Role in Case:</b>	Counsel to certain Independent Directors	
<b>Docket No. of Employment Order(s):</b>	Docket No. 540, effective as of 12/21/2022	
<b>Interim Application ( X ) No. ___1st___ Final Application ( )</b>	Indicate whether this is an interim or final Application. If interim, indicate the number (1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> , etc.)	
	<b>Beginning Date</b>	<b>End Date</b>
<b>Time period covered by this Application for which interim compensation has not previously been awarded:</b>	12/21/22	03/31/23
<b>Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? ( Y ) Y/N</b>		
<b>Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? ( Y ) Y/N</b>		
<b>Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? ( Y ) Y/N</b>		
<b>Do expense reimbursements represent actual and necessary expenses incurred? ( Y ) Y/N</b>		
<b>Compensation Breakdown for Time Period Covered by this Application</b>		
<b>Total professional fees requested in this Application:</b>	64,319.50 \$	
<b>Total professional hours covered by this Application:</b>	123	
<b>Average hourly rate for professionals:</b>	522.92 \$	
<b>Total paraprofessional fees requested in this Application:</b>	4,920 \$	
<b>Total paraprofessional hours covered by this Application:</b>	32.8	
<b>Average hourly rate for paraprofessionals:</b>	150 \$	
<b>Total fees requested in this Application:</b>	69,239.50 \$	
<b>Total expense reimbursements requested in this Application:</b>	1,155.56 \$	
<b>Total fees and expenses requested in this Application:</b>	70,395.06 \$	
<b>Total fees and expenses awarded in all prior Applications:</b>	0.00 \$	
<b>Plan Status:</b> (Provide a short narrative of status if a plan has not confirmed; date of hearing and docket number of confirmation order if plan has been confirmed; if confirmed, whether the plan has gone effective.)  No plan has yet been filed by any party.		
<b>Primary Benefits:</b> (Provide a short narrative [less than 100 words] of the most significant benefits your client received from your services during the application period.) During the period covered by this first interim fee application, the professionals of Scheef & Stone, LLP primarily focused their efforts on (i) providing support to the independent directors, including attending the initial hearing and status conferences, preparing and filing retention application, reviewing filings and calendaring dates to same; and (ii) attending Board of		

Directors' meetings and assisting the independent directors regarding equity committee motion, Final Replacement DIP order and issues related to special committee and attending hearings related to same.

Dated: May 15, 2023

Respectfully Submitted,

**SCHEEF & STONE, L.L.P.**

/s/ Peter C. Lewis

**PETER C. LEWIS**

State Bar No. 12302100

peter.lewis@solidcounsel.com

500 North Akard Street, Suite 2700

Dallas, Texas 75201

(214) 706-4200 (Telephone)

(214) 706-4242 (Fax)

**ATTORNEYS FOR  
INDEPENDENT DIRECTORS  
NEAL P. GOLDMAN AND  
KNEELAND YOUNGBLOOD**

**TIME AND EXPENSE DETAIL FOR SCHEEF & STONE, LLP**

**FIRST INTERIM FEE APPLICATION**



**SCHEEF & STONE**  
SOLID COUNSEL

January 9, 2023

Board of Directors of Core Scientific

Invoice: 141846  
Client: 19504  
Matter: 101

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### INVOICE SUMMARY

For professional services rendered for the period ending: December 31, 2022.

**RE: Business Reorganization/ Potential Chapter 11 Advice**

Professional Services	\$ 4,035.00
Costs Advanced	<u>\$ .00</u>
<b>TOTAL THIS INVOICE</b>	<b>\$ 4,035.00</b>

Trust Funds Remaining                      \$ 58,520.00

**SCHEEF & STONE, LLP**

Invoice: 141846

January 9, 2023

**PROFESSIONAL SERVICES**

Date	Atty	Description	Hours
12/22/22	PCL	Prepare for and attend first day pleadings hearing, related review of same and related follow up communications with J. Hollingworth, R. Schrock, R. Berkovich, et al. (3.6); communications with M. Johnson, R. Schrock, et al. regarding bankruptcy filing and related issues (0.2).	3.80
12/22/22	MM	Communicate with P. Lewis regarding litigation bankruptcy filing; analysis and strategy (0.2); document file management (0.3).	.50
12/22/22	MM	Prepare Notice of Appearance (0.3); communicate with P. Lewis regarding court docket (0.2).	.50
12/27/22	PCL	Begin drafting of retention application (0.4); review of BK pleadings (0.3); draft notice of appearance (0.3); communications with M. Fink regarding special committee meeting minutes and/or related review of same (0.6).	1.00
12/29/22	PCL	Communications with R. Blokh fee escrow arrangements (0.3); continue drafting retention application (0.6); review of case docket and/or filed pleadings (0.4).	1.30
12/29/22	MM	Communicate with P. Lewis regarding retention application preparation (0.4), and related drafting/revision of same (1.8).	2.20
12/30/22	PCL	Continue review of docket, bankruptcy pleadings (0.5); continue drafting/revision of retention application (1.0); communications with R. Blokh regarding professional fee account issues (0.3).	1.80
<b>TOTAL PROFESSIONAL SERVICES</b>			<b>\$ 4,035.00</b>

**SUMMARY OF PROFESSIONAL SERVICES**

Name	Hours	Rate	Total
Marcella Morales	3.20	150.00	480.00
Peter Lewis	7.90	450.00	3,555.00
<b>Total</b>	<b>11.10</b>		<b>\$ 4,035.00</b>

**TOTAL THIS INVOICE \$ 4,035.00****TRUST BANK DETAILS**

00051 Plains Capital IOLTA

Type	Date	Cleared	Doc. No.	Amount	Description	Balance
Balance Forward				\$ 58,520.00		\$ 58,520.00

**SCHEEF & STONE, LLP**

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Invoice: 141846

January 9, 2023

Bank Total - 00051      \$ 58,520.00

TRUST BALANCE      \$ 58,520.00



January 9, 2023

Board of Directors of Core Scientific

Invoice: 141846  
Client: 19504  
Matter: 101

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**REMITTANCE ADVICE****RE: Business Reorganization/ Potential Chapter 11 Advice**

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**BALANCE DUE THIS INVOICE****\$ 4,035.00**

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**All checks should be made payable to:**  
(Please return this page with payment.)Scheef & Stone, LLP  
ATTN: Accounting  
500 North Akard, Suite 2700  
Dallas, Texas 75201**For payment by wire or ACH in USD:**PlainsCapital Bank  
ABA#: 111322994  
2911 Turtle Creek Blvd, Ste. 100  
Dallas, Texas 75219  
214-252-4131  
Scheef & Stone, L.L.P., Operating Account  
Account# 3100033921  
Int'l SWIFT Code: PLASUS44To pay your bill online via credit card please visit [www.solidcounsel.com/payments](http://www.solidcounsel.com/payments).*Please reference the Invoice 141846, and Account 19504 - 101 with your payment.***TERMS: INVOICES ARE PAYABLE UPON RECEIPT*****Thank you, we deeply appreciate your business***



Scheef & Stone, L.L.P.  
 500 North Akard Street  
 Suite 2700  
 Dallas, TX 75201



## INVOICE

Board of Directors of Core Scientific

Invoice Date: 03/08/2023  
 Client ID: 19504.0101  
 Invoice No. 1046339

RE: Business Reorganization

## PROFESSIONAL SERVICES

			<u>Hours</u>	<u>Amount</u>
01/02/2023	PCL	Review pleadings regarding Celsius Mining's Objection to Debtors' Motion to reject Executory Contracts and related file review.	2.10	1,102.50
01/03/2023	PCL	Attend hearing remotely on Celsius Mining rejection motion (1.3); Related communications with debtors counsel, advisors, board members, et al. regarding results of the hearing (0.6) and related file review (0.6).	2.50	1,312.50
01/04/2023	MMM	Review case docket for Chapter 11 Bankruptcy matter (0.3); case document management (0.2); review recent pleadings file (0.5). and communicate with P. Lewis regarding objection deadlines and hearing on same (0.2).	1.20	180.00
	PCL	Preparation for and attend Board meeting and related docket review.	1.10	577.50
01/05/2023	PCL	Review case docket/significant pleadings (0.8); review Core board materials and minutes (0.9); and attend board meeting (0.8).	2.50	1,312.50
01/06/2023	MMM	Review P. Lewis draft of Retention Application (0.2); revise and prepare second draft (1.0); communicate with P. Lewis regarding same (0.3).	1.50	225.00
	PCL	Continue draft of retention application and related file review.	0.70	367.50
01/07/2023	PCL	Receipt and/or review of Notice of Priority Power and Notice of Perfection.	0.30	157.50
01/09/2023	MMM	Review case documents (0.3); case document management (1.0); communicate with P. Lewis regarding same (0.2).	1.50	225.00
	PCL	Receipt and/or review of Notice of Appointment of Creditors' Committee (.3); receipt and review of Celsius Mining's objection to Debtors' Motion to Reject Executory Contracts (0.5).	0.80	420.00

Board of Directors of Core Scientific

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			<u>Hours</u>	<u>Amount</u>
01/10/2023	PCL	Prepare for and attend Special Committee meeting.	1.00	525.00
	PCL	Receipt and/or review of draft minutes (0.4); review Skadden Arps Ad Hoc Equity committee demand letter dated 1/6/2023 and/or board meeting materials (1.3); communication with A. Midha regarding DIP lender possibility (.3).	2.00	1,050.00
01/11/2023	PCL	Communications with M. Fink regarding minutes review (0.4); communications with B. Haynes regarding board duties in light of recent Skadden Arps issues (0.6).	1.00	525.00
	BAH	Conference call with P. Lewis regarding Board issues and initial discussion of facts (0.6).	0.60	390.00
01/12/2023	BAH	Review BOD minutes (1.5); communications with P. Lewis regarding issues to be determined (0.8).	2.30	1,495.00
01/13/2023	BAH	Review letter from counsel for certain equity holders (1.0); communications with P. Lewis regarding the same (0.5).	1.50	975.00
	PKJ	Begin researching issue of board fiduciary duties (1.5).	1.50	600.00
01/14/2023	BAH	Review correspondence from counsel for Ad Hoc Equity Committee and conference call with P. Lewis regarding the same (0.7); further detailed review and comments on letter from counsel for Ad Hoc Equity Holders (0.6); Related review of BOD Minutes (0.5); email to P. Lewis with comments and advice relating to the same (0.5); further communications with P. Lewis regarding the same (0.2).	2.50	1,625.00
01/15/2023	PCL	Receipt and/or review of Notice of Debtors' Employment Applications for Alix Partners, PJT Partners.	0.40	210.00
01/17/2023	PCL	Communications with R. Aur and regarding escrow funding.	0.20	105.00
	PKJ	Continued researching and reviewing caselaw related to board meeting minutes issues.	1.70	680.00
	PCL	Receipt and/or review of Objections/Joinders to DIP Financing by Mass Mutual, et al. (0.3) and Debtors' Motion to Employ Ordinary Core Professionals and Interim Compensation Procedures (0.2).	0.50	262.50
01/18/2023	PCL	Communications with D. Reyes, et al., regarding special committee, corporate documents, minutes drafts (0.3); related file review (0.5)	0.80	420.00
	BAH	Review of additional set of BOD Minutes provided by Peter Lewis from corporate counsel for BOD; communications with Peter Lewis regarding the same.	1.00	650.00
01/19/2023	PCL	Review and revise Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Scheef & Stone, LLP as Counsel to the Board of Directors of Core Scientific, Inc. (1.5).	1.50	787.50
	MMM	Discovery planning regarding conflict check schedules (1.0); case document		

Board of Directors of Core Scientific

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			<u>Hours</u>	<u>Amount</u>
		Management regarding same (1.0).	2.00	300.00
	PCL	Communications with Debtor's counsel, N. Goldman, et al. regarding board minutes drafts and/or related review.	0.50	262.50
01/20/2023	MMM	Revise and finalize Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Scheef & Stone, LLP as Counsel to the Board of Directors of Core Scientific (4.8). Draft, revise, and finalize Declarations in Support of Debtors' Application, Schedules, and Exhibits thereto and related communications with P. Lewis regarding same (3.2).	8.00	1,200.00
	PCL	Draft, review, finalize, and coordinate filing of retention application for Scheef and Stone and related declaration (6.5); related communications with A. Crabtree, et al as well as related file/docket review (0.9).	7.40	3,885.00
	PCL	Communications with D. Reyes et al. regarding special committee minutes and/or related review of same.	0.50	262.50
01/21/2023	PCL	Communications with A. Crabtree regarding filing of amended retention application for Scheef and Stone and related review of same.	0.80	420.00
01/22/2023	PCL	Review agenda for hearings scheduled for 1/23/2023 on First Day Motions (0.3); related review of Notices of First Day Orders (0.4).	0.70	367.50
01/24/2023	MMM	Finalize and file Notice of Appearance (0.2); receipt and/or review of Certificate of No Objection regarding critical motion, utility adequate assurance motion, and cash management motion (0.2). Communicate with P. Lewis regarding same (0.1).	0.50	75.00
	PCL	Communications with R. Aurant regarding escrow funding (0.3); draft, revise and/or finalize notice of appearance for filing (0.2).	0.50	262.50
01/25/2023	MMM	Review case docket and court filed documents (0.7); case document management (0.6); communication with P. Lewis regarding same (0.2).	1.50	225.00
	PCL	Communications with R. Berkovich regarding board meeting (0.3); review Ad Hoc Equity Committee letter dated 01/23/2023 (0.4); review additional board materials and/or draft minutes for review in connection with board meeting and attend meeting (2.2).	2.90	1,522.50
01/26/2023	MMM	Review case docket and court filed documents (0.2); case document management (0.2); communicate with P. Lewis regarding same (0.1).	0.50	75.00
	PCL	Review docket and/or pleadings (Bitmain coupons sale motion) filed in chapter 11 case (0.4); review materials for special committee meeting (0.7); prepare for and attend special committee meeting (1.5); communications with N. Goldman regarding latest strategy/issues (0.4); receipt and/or review of Objection of Creditors Committee to DIP Motion (0.5).	3.50	1,837.50
01/27/2023	PCL	Communications with J. Hollingsworth, P. Jesani, R. Schrock, et al. regarding board issues and related research (0.9); receipt and/or review Ad Hoc Equity Group Objection of DIP Motion (0.6).	1.50	787.50
	PKJ	Communications with P. Lewis regarding board issues (0.4); related research (1.6).	2.00	800.00

Board of Directors of Core Scientific

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			<u>Hours</u>	<u>Amount</u>
01/28/2023	PCL	Prepare for and attend Special Committee meeting regard DIP financing developments (1.0); communications with R. Schrock, Ronit, J. Hollingsworth, et al., regarding today's call agenda and J. Hollingsworth special committee resignation (0.6).	1.60	840.00
	PCL	Review docket and/or pleadings regarding DIP issues/developments (0.4); follow up communications with Weil Gotshal, J. Hollingsworth, et al. regarding J. Hollingsworth resignation issues (0.8).	1.20	630.00
01/30/2023	MMM	Hearing preparation regarding Final DIP Hearing (0.8); communicate with P. Lewis regarding same (0.2).	1.00	150.00
	PCL	Travel to Houston for hearing on 2/01/2023 (1.5). Review replacement DIP notice, RSA, related pleadings, and court docket (1.5).	3.00	1,575.00
01/31/2023	MMM	Receipt and review of Amended Notice of Agenda and Second Amended Notice of Agenda regarding hearing (0.3); related communications with P. Lewis regarding same (0.2).	0.50	75.00
	PCL	Review motion to approve replacement DIP financing, motion to sell Bitmain coupons (0.8); related review of declarations and pleadings, agenda notices, restructuring support agreement and/or bankruptcy docket (0.8); related file review in preparation for hearing on 2/01/2023 (1.6).	3.20	1,680.00
	For Current Services Rendered		76.00	33,412.50

**SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Priya K. Jesani	5.20	\$400.00	\$2,080.00
Bryan Haynes	7.90	650.00	5,135.00
Peter Lewis	44.70	525.00	23,467.50
Marcella Morales	18.20	150.00	2,730.00

Total Current Work	33,412.50
Previous Balance	\$4,035.00
Balance Due	<u>\$37,447.50</u>

<u>Aged Due Amounts</u>					
<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
0.00	4,035.00	0.00	0.00	0.00	0.00

Your current balance in trust is

Opening Trust Balance	\$58,520.00
Closing Trust Balance	\$58,520.00

Scheef & Stone, L.L.P.  
 500 North Akard Street  
 Suite 2700  
 Dallas, TX 75201



## INVOICE

Board of Directors of Core Scientific

Invoice Date: 03/29/2023  
 Client ID: 19504.0101  
 Invoice No. 1054429

RE: Business Reorganization

## PROFESSIONAL SERVICES

			Hours	Amount
02/01/2023	MMM	Hearing preparation regarding Final DIP Hearing (0.4). Communicate with P. Lewis regarding same (0.2).	0.60	90.00
	PCL	Prepare for/attend hearing on replacement DIP motion (2.5); review draft redlined Replacement DIP order (0.4); communications with R. Schrock, R. Berkowitz, et al. regarding same (0.3); communications with M. Fink, J. Hollingsworth, M. Levitt, et al. regarding results of replacement DIP hearing yesterday (0.3); communications with D. Feinstein, et al. regarding Scheef and Stone retention roles and related review (0.7); receipt and/or review of docket entries regarding MOR filings (0.3); review second amended agenda for today's hearing (0.2); receipt and/or review of Ad Hoc Response to DIP Replacement Financing (0.4).	6.10	3,202.50
02/02/2023	MMM	Review court filed documents (0.3); case document management (0.3). Receive and review notice of continued DIP hearing (0.2). Docket and correspond with P. Lewis regarding same (0.1).	0.90	135.00
	PCL	Receipt and/or review of docket notice of Interim replacement DIP order (0.3); review section 341 continued meeting notice (0.2); communications with R. Aurand, et al. regarding escrow funding (0.2); review draft of RSA termination letter and RSA (0.6); communications with M. Fink, A. Crabtree et al., regarding same and related developments (0.3); communications with M. Fink, J. Hollingsworth, M. Levitt, et al., regarding results of replacement DIP hearing yesterday (0.3); communications with J. Ibanga regarding retainer question for schedules (0.3).	2.20	1,155.00
02/03/2023	MMM	Receive and review court filed documents.	0.20	30.00
	PCL	Receipt and/or review of notices of filing SOFA and Schedules for Debtor entities (0.9); receipt and/or review of UCC appointment notice (0.2).	1.10	577.50

Board of Directors of Core Scientific

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			<u>Hours</u>	<u>Amount</u>
02/05/2023	PCL	Review of Equity Committee motion and related docket review (1.5); communications with R. Schrock and R. Berkovich regarding same (0.5).	2.00	1,050.00
02/06/2023	PCL	Review UST comments to retention application and related communications with M. Fink.	0.40	210.00
02/07/2023	PCL	Prepare for and attend Board meeting and file review.	1.50	787.50
	MMM	Receive and review Order Authorizing the Debtors on an Interim Basis, and communications with P. Lewis regarding same.	0.20	30.00
	MMM	Review court filed documents (0.3); communicate with attorney regarding same (0.1).	0.40	60.00
	MMM	Receive and review correspondence from P. Lewis regarding Engagement Agreement and Proposed Order to Retention Application (0.1). Send correspondence to A. Crabtree regarding same (0.1).	0.20	30.00
	PCL	Prepare for and attend special committee meeting regarding firm engagement.	0.50	262.50
02/08/2023	PCL	Review docket entries and/or notices of certificate of no objection regarding retention as well as retention orders (.6); receipt and review of revised retention agreement (.3).	0.90	472.50
02/09/2023	PCL	Communications with A. Crabtree regarding engagement letter.	0.20	105.00
02/13/2023	MMM	Receive and review Notice of Filing of Revised Proposed Scheef & Stone Retention Order (0.1). Communicate with P. Lewis regarding same (0.1).	0.20	30.00
	PCL	Communications with M. Levitt, M. Fink, N. Goldman et al regarding board meeting this week regarding equity committee motion discussion (.3); continue docket and file review and analysis related to same (1.3); review docket and/or notice of filing of revised Scheef and Stone retention order, et al. (.50).	2.10	1,102.50
02/14/2023	PCL	Receipt and/or review of debtor motion to establish proof of claims deadline, notice of no objection to ordinary course professionals motion (.2); communications with R. Aurand regarding escrow funding for attorneys fees (.2); communications with J. Shen regarding professional fee inquiry (.2); communications with M. Fink et al regarding board meeting (.2); file review and related analysis of equity committee issues (1.3).	2.10	1,102.50
02/15/2023	PCL	Communications with M. Fink, N. Goldman, K. Youngblood, et al., regarding special Committee minutes and/or related review (.5); review docket and/or notice of pleadings filed (.30); communications with B. Haynes, P. Jesani, et al., regarding equity committee motion, board/special committee issues and related file review/research (1.6).	2.40	1,260.00
02/17/2023	PCL	Receipt and/or review of no objection regarding Scheef and Stone (.2); review docket (.2); continue analysis of equity committee, board/special committee issues (1.2).	1.60	840.00
02/18/2023	PCL	Prepare for and attend Special Committee meeting regarding Equity		

Board of Directors of Core Scientific

Invoice Date: 03/29/2023  
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			<u>Hours</u>	<u>Amount</u>
		Committee creation (2.8); related communications with special committee members (.80); communications with R. Berkowitz, R. Schrock, et al., regarding meeting prep (.4).	4.00	2,100.00
02/20/2023	MMM	Receive and review court filed documents.	0.30	45.00
	PCL	Review docket/case status and latest developments.	0.60	315.00
02/21/2023	PCL	Receipt and/or review notice of BlockFi Limited Objection to DIP (0.2); communications with J. Mezzatesta regarding Scheef & Stone order entry and related review (0.3); communications with R. Aurand regarding escrow account (0.3); review docket/case status (0.3).	1.10	577.50
02/22/2023	PCL	Communications with M. Fink regarding board meeting schedule (0.1); review docket and recently filed pleadings/notices including Order Authorizing Scheef & Stone employment, Ordinary Course Professionals (0.6).	0.70	367.50
02/23/2023	PCL	Communications with N. Goldman, K. Youngblood, J. Hollingsworth, M. Fink, et al., regarding special committee minutes and/or related review of same (.2); review docket/filed pleadings and/or notices of same including witness lists filed by Debtor, Barings, et al., in connection with 2/27/23 hearing on replacement DIP and declarations on behalf of Horne, Fishman Stewart, et al. (0.9).	1.10	577.50
02/24/2023	PCL	Communications with D. Reyes, et al. regarding draft special committee minutes for previous meetings (0.2), and related file review (0.2).	0.40	210.00
02/25/2023	PCL	Review Official Unsecured Creditors Committee Statement With Respect Motion for Appointment of Official Equity Committee, Debtors' Response to Motion for Appointment of Official Equity Committee, Secured Noteholders Objection to Motion for Appointment of Official Equity Committee and Motion for Adjournment of Hearing on Motion for Appointment of Official Equity Committee and case docket (2.5); multiple communications with K. Youngblood, N. Kaufman, R. Berkovich and T. Tsekerides regarding Secured Noteholders discovery/deposition requests and related scheduling (2.6).	5.10	2,677.50
02/27/2023	MMM	Receive and review Notice of Hearing regarding DIP Proposed Order (0.2); hearing preparation for DIP Hearing on March 1, 2023 (0.4); communications with P. Lewis regarding same (0.4).	1.00	150.00
	PCL	Communications with T. Tsekerides, K. Youngblood, R. Berkovich regarding secured noteholders discovery and related file review.	0.40	210.00
02/28/2023	MMM	Hearing preparation regarding DIP Hearing on March 1, 2023 (1.5). Communications with P. Lewis regarding same (0.4).	1.90	285.00
	PCL	Communications with R. Berkovich, R. Shrock regarding status of hearings and/or related discovery request (0.6); review pleadings/objections and docket regarding hearings set for tomorrow relating to equity committee and/or replacement DIP motions and analysis (2.3); communications with J. Mezzateta and A. Crabtree regarding compensation protocol (0.3); communications with R. Blokh and R. Aurand regarding fee escrow account		

Board of Directors of Core Scientific

Invoice Date: 03/29/2023

Client ID: 19504.0101

Invoice No. 1054429

	<u>Hours</u>	<u>Amount</u>
(0.3); receipt and/or review of Gray Reed employment application (0.4); receipt and/or review Toyota lift stay motion notice (0.1).	<u>4.00</u>	<u>2,100.00</u>
For Current Services Rendered	46.40	22,147.50

**SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Peter Lewis	40.50	\$525.00	\$21,262.50
Marcella Morales	5.90	150.00	885.00

Total Current Work	22,147.50
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Previous Balance	\$37,447.50
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Balance Due	<u>\$59,595.00</u>
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Your current balance in trust is

Opening Trust Balance	\$58,520.00
Closing Trust Balance	\$58,520.00



Scheef & Stone, L.L.P.  
500 North Akard Street  
Suite 2700  
Dallas, TX 75201



## INVOICE

Board of Directors of Core Scientific

Invoice Date: 05/15/2023  
Client ID: 19504.0101  
Invoice No. 1062965

RE: Business Reorganization

## PROFESSIONAL SERVICES

			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
03/01/2023	PCL	Review motion to approve official equity committee and proposed Final Replacement DIP order, as well as, review responses or objections filed by debtor, Unsecured Creditors Committee, Ad Hoc Committee of Secured Noteholders, Ad Hoc Equity Committee regarding same as well as adjournment motion (2.3); travel to and from Houston to attend March 1, 2023 hearings on Replacement DIP and Equity Committee motion (billed at 1/2 total travel time) (3.5); attend March 1, 2023 hearings (2.0).	525.00	7.80	4,095.00
03/02/2023	MMM	Receive and review Notice of Revised Proposed Order and Final Order regarding DIP Motion (0.2); Communicate with P. Lewis regarding same (0.1). Total (0.3)	150.00	0.30	45.00
	MMM	Receive and review court filed documents (0.5).	150.00	0.50	75.00
03/03/2023	PCL	Attended virtual status hearing (0.5); Reviewed case status (0.4). Total (0.9)	525.00	0.90	472.50
03/08/2023	MMM	Review Order Establishing Procedures for Interim and Reimbursement of Expenses for Professionals (0.3). Prepare master service list regarding Fee Notice Parties (0.2).	150.00	0.50	75.00
	MMM	Various communications with P. Lewis regarding Interim Fee Application and Monthly Statements (0.3).	150.00	0.30	45.00
	MMM	Prepare Monthly Statements regarding Interim Fee Application (1.0).	150.00	1.00	150.00
	PCL	Review pleadings regarding establishing proof of claims deadline and compensation procedures (0.5).	525.00	0.50	262.50
03/09/2023	MMM	Continue review of Order Establishing Deadlines to File Proof of Claim (0.2); document file management (0.1); and communicate with attorney regarding same (0.1). Total (0.4).	150.00	0.40	60.00

Board of Directors of Core Scientific

Invoice Date: 05/15/2023  
 Client ID: 19504.0101  
 Invoice No. 1062965

			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
	PCL	Communications with R. Berkovich regarding invoice/ billing protocol and review (0.8); review proof of claim bar date order (0.3); receipt and/or review of court pleadings/docket- Priority Settlement(0.2). Total (1.3).	525.00	1.30	682.50
03/10/2023	PCL	Receipt and/or review of bk docket entries (Wilkie Farr Retention Order, Motion to Seal Order, Deloitte Retention, et al. (0.3).	525.00	0.30	157.50
03/13/2023	PCL	Review invoice compensation notice and related revisions (0.4); receipt and/or review of Sphere 3 D Notice of Bankruptcy Rule 2004 (0.3). Total (0.7).	525.00	0.70	367.50
03/15/2023	MMM	Docket deadlines regarding Interim Fee Application and Monthly Statements (0.3).	150.00	0.30	45.00
	PCL	Receipt and/or review of Debtors' Omnibus rejection motion (0.4).	525.00	0.40	210.00
	PCL	Begin review of schedules/statement of Financial Affairs filed in various cases (1.0).	525.00	1.00	525.00
03/16/2023	PCL	Communications with R. Aurand regarding escrow funding (0.2); communications with M. Fink regarding board meeting status and Priority Power settlement (0.3); communications with T. DuChene regarding SEC filings (0.3). Total (0.8).	525.00	0.80	420.00
03/20/2023	MMM	Review pleadings regarding Hearing on Debtors' Emergency Motion for Order Approving Global Settlement with Priority Power Management (0.4), and communications with P. Lewis regarding same (0.1). Total (0.3).	150.00	0.50	75.00
	MMM	Review schedules of parties in interest regarding supplemental conflict check.	150.00	0.20	30.00
03/21/2023	PCL	Communications with R. Aurand regarding escrow funding (0.2); review of case docket schedules, et al (1.0). Total (1.2).	525.00	1.20	630.00
03/23/2023	PCL	Continue receipt and/or review of equity committee formation pleadings (0.4).	525.00	0.40	210.00
03/27/2023	MMM	Review schedules of parties in interest regarding conflict supplemental check.	150.00	0.10	15.00
03/28/2023	MMM	Receive and review correspondence from P. Lewis regarding claim and plan (0.1), and docket deadline regarding same (0.1).	150.00	0.20	30.00
03/29/2023	MMM	Review Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (0.1), and communicate with P. Lewis regarding same (0.1).	150.00	0.20	30.00
	MMM	Prepare Monthly Fee Statements for Interim Compensation and Reimbursement.	150.00	0.70	105.00
	MMM	Correspondence to Fee Notice Parties regarding Monthly Fee Statements for Interim Compensation and Reimbursement.	150.00	0.20	30.00
	MMM	Docket deadlines for objections to Monthly Fee Statements.	150.00	0.10	15.00

Board of Directors of Core Scientific

Invoice Date: 05/15/2023

Client ID: 19504.0101

Invoice No. 1062965

		<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
	PCL Receipt and/or review of materials for board meeting (.50); attend board meeting (0.8); communications with R. Aurand regarding escrow funding (0.2). Total (1.3).	525.00	1.30	682.50
03/30/2023	PCL Receipt and/or review of Reply in Support of Debtors Motion to Quash Sphere 3D and Executory Contract. (0.2).	525.00	0.20	105.00
	For Current Services Rendered		22.30	9,645.00

**SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Peter Lewis	16.80	\$525.00	\$8,820.00
Marcella Morales	5.50	150.00	825.00

**EXPENSES**

01/31/2023	Vonlane Rail Services; Bus Trip: Dallas to Houston - Attend Court Hearing	69.82
01/31/2023	Meals: Hyatt Regency; Houston, Texas - Attend Court Hearing	15.26
01/31/2023	Lodging: Hyatt Regency; Houston - Texas - Attend Court Hearing(1/31/23)	386.99
01/31/2023	Meals: Goode Company Hamburgers & Taqueria; Houston, Texas - Attend Court Hearing	21.40
02/01/2023	Lodging: Hyatt Regency; Houston Texas - Attend Court Hearing (2/1/23 Inclement Weather Issues)	456.62
02/01/2023	Meals: Hyatt Regency; Houston, Texas - Attend Court Hearing	15.51
02/02/2023	Flight: Southwest Airlines: Dallas, Texas to Houston, Texas - Attend Court Hearing	189.96
	Total Costs	1,155.56
	Total Current Work	10,800.56
	Previous Balance	\$59,595.00

**PAYMENTS**

04/24/2023	Payment - Core Scientific Inc - Wire	-47,676.00
	Balance Due	<u>\$22,719.56</u>

Your current balance in trust is

Opening Trust Balance	\$58,520.00
Closing Trust Balance	\$58,520.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>CORE SCIENTIFIC, INC., et al.,</b>	§	<b>Case No. 22-90341 (DRJ)</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	

**ORDER ALLOWING FIRST INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES OF SCHEEF & STONE, LLP FOR  
THE PERIOD OF DECEMBER 21, 2022 THROUGH MARCH 31, 2023  
(Related Docket No. \_\_\_\_)**

The Court has considered the First Interim Application for Compensation and Reimbursement of Expenses filed by Scheef & Stone, LLP (the “Applicant”). The Court orders:

1. The Applicant is allowed interim compensation and reimbursement of expenses in the amount of \$70,395.06 for the period set forth in the application.
2. The Debtors are authorized to disburse any unpaid amounts allowed by paragraph 1 of this Order.

Dated: \_\_\_\_\_, 2023

\_\_\_\_\_  
THE HONORABLE DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.